

**PROVO RIVER DISTRIBUTION SYSTEM
MINUTES OF SPECIAL MEETING HELD
JANUARY 13, 1994**

Pursuant to the Notice from the office of the State Engineer, and to call by the chairman, the Board of Directors of the Provo River Distribution System convened at 10:00 a.m. in Room 900 of the new Utah County Courthouse.

Distribution Engineer Lee H. Sim Presided.

On roll call, the following were present:

J. Edwin Ure, Chairman	Group 1 Kamas Valley Canals
Sherman A. Giles Heber Valley	Group 2 Upper Provo, East
Harvey Van Waganer, Vice Chairman	Group 3 Upper Provo, West Heber Valley
Carl H. Carpenter	Group 4 Provo City Canals
Boyd C. Rollins	Group 5 East Provo Canals
Jack Jones	Group 6 Provo Bench Canals
Russell O. Brown	Group 7 Provo Reservoir Water Users Company
Jack M. Gardner, Sec.-Treas.	Group 8 Provo River Water Users Association
Ferrell Knight	Group 9 Upper Provo Individual Rights

Present from State Engineer's Office:

Jim Riley	District Eng.-Division of Water Rights
Lee H. Sim	Distribution Eng.-Div of Water Rights
John Larsen	Adjudication Eng.-Div of Water Rights

Ben Anderson

Utah Division of Water Rights

Gertrude Adrians

Utah Division of Water Rights

Also present were:

Ernie F. Giles

Deputy Commissioner. Trainee

Stanley H. Roberts, Jr.

Provo River Commissioner

Daryl Devey

Central Utah Water Conservancy
District

Jeff Bryant

Salt Lake County Conservancy District

Tage Flint

Salt Lake County Conservancy District

Mr. Sim opened the meeting and introduced Jim Riley and John Larsen and advised that Mr. Riley is District Engineer for the Provo River and Utah Lake District and Mr. Larsen is the Adjudications Engineer. He also introduced Ben Anderson and Gertrude Adrians of the Division of Water Rights.

Mr. Sim presented the agenda of the meeting and then turned the meeting over to Chairman Ure.

Chairman Ure advised that at the annual meeting the Board of Directors had reviewed the items that he had presented to the officers of the Provo River Distribution System on January 4, 1994 and that Item 1, "Representation for Central Utah Water Conservancy District "CUWCD" on the system was acted upon and a resolution was so adopted. That CUWCD had presented a letter to the Chairman stating that the District's General Manager has designated Daryl Devey, Bonneville Unit Coordinator with CUWCD, to serve in this position. (The letter is attached hereto and made a part of these minutes.) The resolution also provided that the Articles of Association be so amended.

Chairman Ure further advised that there had been no change in the incumbent directors and the incumbent officers were reelected.

**CORRECTION, ADOPTION OF MINUTES OF ANNUAL MEETING, HELD
FEBRUARY 2, 1993 AT THE CALL OF THE DIVISION OF WATER RIGHTS.**

Mr. Sim requested that the minutes be read and Secretary Gardner read the minutes.

Thereupon, there being no correction, Director Giles moved that the minutes be adopted, seconded by Director Carpenter, and carried unanimously.

FINANCIAL REPORT OF 1993 AND DELINQUENT ACCOUNTS.

Mr. Sim then presented the 1993 Financial Report and delinquent accounts as prepared by the State Engineer. The Financial Report is attached hereto and made a part of these minutes.

Whereupon, Director Van Wagoner moved that the 1993 Financial Statement be accepted for filing, seconded by Director Carpenter and carried unanimously.

Mr. Sim noted that the delinquent water assessment accounts amounted to a total due of \$2,683.58. The delinquent accounts were discussed and it was noted that several of the delinquencies need address changes. Also several other accounts have been abandoned. The Commissioner advised that at the annual meeting held on January 12, 1994 each account was reviewed and that he and Deputy Commissioner Giles would contact those delinquent so the accounts could be brought up to date.

COMMISSIONER'S & DEPUTY COMMISSIONER'S REPORT - 1993 OPERATION

Commissioner Roberts called upon Deputy Commissioner Giles for his report on the distribution of water in the Wasatch Division during the 1993 water season.

Deputy Commissioner Giles noted that the 1992-1993 water year was a big improvement over the preceeding six years of drought, that the snow level in Heber Valley after the storms in January with 4'+ snow depths should have assured that flows in the Provo River would be above normal. There was not the expected run off as the ground was dry and the snow melt went in the ground.

All of the Head of the River Reservoirs filled. The river was at 100% distribution until August 9, and 75% for the remainder of the irrigation season. Summer rains helped to keep the river flows up. The weather was cooler and the growing season was late. There was a good crop of hay and grain but some of the tomatoes and corn were frozen.

Deputy Commissioner Giles then stated that he enjoyed his work as Deputy Commissioner on the Provo River during the 1993 water year and thanked the people who worked with him, the Water Users on the Provo River, the Provo River Distribution System, Commissioner Roberts, the State Engineer's office, the Provo River Water Users Association for its help in making equipment and operators available to build rock diversion dams along the upper Provo River.

Commissioner Roberts noted that Jordanelle Reservoir came on line in 1992 storing 5318 acre feet of water in the borrow area which was below the flow line of the outlet work of elevation 5902. This was water stored that had to be replaced as it was stored from prior water rights. In addition there is 3026 acre feet of dead storage below the outlet flow line elevation. As of January 12, 1994 there was 55,030 acre feet of storage in Jordanelle Reservoir. Commissioner Roberts explained the filling criteria for the reservoir which will be implemented in the next four years.

Commissioner Roberts noted that the River and Upper Midway Bridge peaked on May 26, 1993 at 2867 c.f.s. On April 13, 1993 Deer Creek Reservoir was declared full and ceased spilling on July 8, 1993. The irrigation on the lower Provo began April 23, 1993 and ended October 15, 1993. In 1992 Orem City had no secondary water. In 1993 there was 6588 ac. ft. of secondary water delivered to Orem City.

Commissioner Roberts advised that he has a larger computer system and will be able to expedite his reporting of water distribution. The computer is tied into the State Engineer's computer system and the annual reports in arrears and the 1993 annual report are being processed. A rough draft of the 1993 report will be out in a few weeks.

Commissioner Roberts expressed his appreciation to the Board, State Engineer and others for their cooperation in the 1993 water year and noted that with Jordanelle now storing Provo River water, and soon to become operational, the accounting for water distribution on the Provo River will become more complicated and require more time and effort to administer.

BUDGET AND ASSESSMENT 1994

Chairman Ure advised that at the annual meeting of the Provo River Distribution System held January 12, 1994 the salaries of the Commissioner, Deputy Commissioner and Temporary Employee had not been fixed and was deferred to be discussed with distribution Engineer Mr. Sim. Secretary Gardner had prepared a partial budget wherein some changes had been made to the 1993 budget and asked Secretary Gardner to present the partial budget.

Secretary Gardner distributed the partial budget to each Board member and noted that Item 6, " Office Equipment and Supplies" was increased from \$800.00 to \$1,200.00, Item 8, " Commissioner's telephone expense" was increased from \$800.00 to \$900.00, Item 11, " Install and maintain weirs and recorders" was increased from \$500.00 to \$700.00,. Item 13, eliminated and Item 14, " Health Insurance" was increased from \$10,000 to \$11,000.

Chairman Ure advised that at the annual meeting the Board of Directors had adopted a resolution making the Provo River Commissioner a full time employee.

The salary of the full time commissioner was discussed. Mr. Sim advised of the salaries paid to other commissioners employed under the Distribution Division of the Department of Water Resources. Whereupon, Director Carpenter moved that the Commissioner's full time salary be set at \$40,000. The motion was seconded by Director Jones and carried unanimously.

The salary of the Deputy Commissioner was discussed and it was noted that Item 5, of the items that Mr. Sim itemized for discussion by the Board, was "Deputy Commissioner's Situation". Mr. Sim asked Mr. Riley, District Engineer, to present information relating to this item. Mr. Riley noted that there were drainage systems contributory to the Provo river that were not included in the Provo River Decree such as Lake Creek and therefore were not a party under the Provo River Distribution System.

As changes were taking place such as conversion from irrigation to domestic uses, etc., the placing of these systems under the PRDS is being considered. This would increase the work load for the Deputy Commissioner to distribute the water in these systems. It was noted that if distribution of the water in these systems were to come under the PRDS that it may be that they would need representation on the Board of Directors. Commissioner Giles stated that the amount of water in these systems is not of a quantity that would justify such action.

Whereupon, ~~Director Jones~~ moved that the Deputy Commissioner's salary be increased to \$19,500.00. Director Jones seconded the motion and it carried unanimously.

Chairman Ure advised that at the annual meeting on the January 12, 1994 the Board had discussed the continuing of a trainee or wait until the Deputy Commissioner gave a year notice of his intention to retire. After some discussion it was concluded that since Ernie Giles the Trainee, has had five years experience that he should continue as Trainee. The designation of the title "Trainee" was also discussed and it was agreed to change the title to "Temporary Employee". Secretary Gardner had questioned if the position was designated employee than Mr. Giles should be an employee rather than contractual. It was concluded to discuss this further with Mr. Sim at this meeting. Mr. Sim advised that there are other contractual services on other river systems and he recommended that the title be "Contractual Services."

Whereupon, Director Carpenter moved that "Contractual Services" be increased to \$1,300.00. Director Jones seconded the motion and it carried unanimously.

The increased assessment caused by making the Commissioner a full time employee was brought to the attention of the Board.

It was noted that the increase in work load requiring a full time Commissioner

was due to the Jordanelle Reservoir now operating and diverting Provo River Water and the increase in distribution because of the Jordanelle Reservoir and the Welby-Jacob Exchange as part of the Provo Reservoir Water Users Company.

Mr. Sim inquired of Director Devey if CUWCD was willing to absorb these extra costs and advised that the increase costs would be about \$20,000. Mr. Devey concurred that there were cost increases due to the Jordanelle Reservoir and generally agreed that CUWCD would pay the extra costs.

Secretary Gardner stated that he would prepare a budget with the commissioner's salary on a part time basis with adjustments for salary increase of around 5% and a 1994 budget with the commissioner on a full time basis. The difference to be the CUWCD assessment less the \$2,500 special assessment by PRWUCO.

Secretary Gardner stated that probably the best way to finalize the budget and assessment would be for he and Mr. Sim to meet and work out the details and send finalized copies to each of the Directors. Mr. Sim concurred noting that another item to be considered would be to include an item in the budget that would increase the Trust Fund to around \$20,000. The Board agreed that the budget and assessment be so finalized and authorized and made a part of these minutes.

STATE ENGINEER ADVISED OF RECOMMENDATION OF COMMISSIONER AND DEPUTY COMMISSIONER

Chairman Ure advised Mr. Sim that at the annual meeting Stanley H. Roberts, Jr. had been nominated as the recommended Provo River Commissioner and Sherman A. Giles as Deputy Commissioner for the ensuing year.

Mr. Sim stated he would take the recommendations under advisement and present the same to the State Engineer and expressed his appreciation for the cooperation of the Commissioners.

OPERATION & MAINTENANCE OF USGS STREAM GAGES.

Mr. Sim advised that the USGS was installing some needed gaging stations that cost \$6,500.00 each and that the State Engineer's office pays one half of this. The USGS is asking the Distribution Systems to participate in this cost.

TRANSFER OF DISTRIBUTION FUNDS

Mr. Sim. advised that the Trust Fund and other funds of the Distribution System have been transferred from Zion's Bank to the State Treasury which will increase the

interest rate and the interest paid to the Distribution System.

OTHER BUSINESS

Chairman Ure noted that at the annual meeting held on January 12, included in the resolution making CUWCD a member of the PRDS, that the Articles of Association will need to be amended and the needed amendments were discussed.

Secretary Gardner advised that the following amendments would be made to the Articles of Association and noted that the Articles had been previously amended on January 16, 1962.

III

"nine members" changed to "ten members."

IV

Added - 10." CENTRAL UTAH WATER CONSERVANCY DISTRICT one director appointed by the General Manager of the District".

VI

"five members" changed to "six members."

Added - "In the event of a tie vote the Chairman conducting the meeting shall have one additional vote to break the tie."

Whereupon Director Carpenter moved that the Articles be so amended and copies thereof mailed to each Director. Director Knight seconded the motion, and it carried unanimously.

ADJOURNMENT

There being no further business the meeting adjourned at 12:20 p. m.

Date Approved: _____
Jack M. Gardner
Secretary

PROVO RIVER DISTRIBUTION SYSTEM

1994 BUDGET WITH COMMISSIONER AT PARTTIME-ADJUSTED

Budget Item	Description of Budget Items		Amount Approved
1.	Commissioner's Salary (+5.04%)		\$22,000.00
2	Deputy Commissioner's Salary		19,500.00
2-A	Comm, Dep. Comm & Temp. Emp. F.I.C.A.	7.65%	3,174.75
2-B	Comm. St. Retire *	13.74%	3,022.80
2-C	Dep. Comm. St. Retirement *	13.74%	2,679.30
2-D	Contracted Service		1,300.00
3.	Office Rent		300.00
4.	Travel Expense		4,500.00
4-A	Commissioner's Travel Expense .35/mile		
4-B	Dep. Commissioner's Travel Expense .38/mile		
5.	Field Equipment and Supplies		350.00
6.	Office Equipment and Supplies		1,200.00
7.	Commissioner's Annual Report 1985, 1986, 1988, 1990		1,600.00
8.	Commissioner's Telephone Expense		900.00
9.	Committee Expense		1,500.00
10.	Bonds and Insurance Premiums		200.00
11.	Install and Maintain Weirs and Recorders		700.00
12.	Utah Water Users Association		900.00
13.	Miscellaneous Expense		
14.	Health Insurance - Comms. & Dep. Comm		11,000.00

	Total 1994 Budget		\$74,826.85

*Non-contributory

PROVO RIVER DISTRIBUTION SYSTEM
1994 BUDGET WITH COMMISSIONER AT FULLTIME

<u>Budget Item</u>	<u>Description of Budget Items</u>	<u>Amount Approved</u>
1.	Commissioner's Salary	\$40,000.00
2.	Deputy Commissioner's Salary	19,500.00
2-A	Comm, Dep. Comm & Temp. Emp. FICA 7.65%	4,552.00
2-B	Commissioner State Retirement * 13.74%	5,496.00
2-C	Deputy Commissioner State Retirement * 13.74%	2,679.00
2-D	Contracted Service	1,300.00
3.	Office Rent	300.00
4.	Travel Expense	4,500.00
4-A	Commissioner's Travel Expense .35/mile	
4-B	Dep. Commissioner's Travel Expense .38/mile	
5.	Field Equipment and Supplies	350.00
6.	Office Equipment and Supplies	1,200.00
7.	Commissioner's Annual Report 1985, 1986, 1988, 1990	1,600.00
8.	Commissioner's Telephone Expense	900.00
9.	Committee Expense	1,500.00
10.	Bonds and Insurance Premiums	200.00
11.	Install and Maintain Weirs and Recorders	700.00
12.	Utah Water Users Association	900.00
13.	Miscellaneous Expense	
14.	Health Insurance - Comm.'s & Dep. Comm.'s	<u>11,000.00</u>
		\$96,677.00

*Non-Contributory

PROVO RIVER
ALLOCATION OF 1994 ASSESSMENT

BREAKDOWN OF 1994 BUDGET

1994 Budget based on full time commissioner	\$96,677
1994 Budget based on part time commissioner	<u>-74,827</u>
1994 increase due to full time commissioner	21,850

Increase	21,850
PRWUA special assessment	<u>- 2,500</u>
CUWCD contribution	19,350

1994 ASSESSMENT

The committee directed that assessments be increased to build up the distribution systems reserve funds. Based on the budget, monthly salary expenses will be about \$7,000 per month. Our records indicate that assessments for the river do not start coming in until April, so a three month reserve or about \$21,000 will be needed to keep the Provo River Distribution System operating in the black. The system currently has about \$8,000 in reserve. Jack Gardener proposed that the amount of the assessment increase be 10%.

Regular Distribution System	74,827 + 10% = \$ 82,310
PRWUA special assessment	2,500 + 10% = 2,750
CUWCD assessment	19,350 + 10% = <u>21,825*</u>
Total Assessment	\$106,345

* CUWCD has agreed to pay this amount towards the operation of the distribution system with the understanding that the assessment procedures for the Provo River will be reviewed this year. Upon completion of the review, if it appears the District has paid more than its fair share for 1994, an adjustment will be made next year to compensate the District for the overpayment.

PROVO RIVER DISTRIBUTION SYSTEM

ARTICLES OF ASSOCIATION (FOR AMENDMENTS TO THE ARTICLES 1-16-62 & 1-13-94 SEE ATTACHED SHEETS)

Preamble

WE, THE WATER USERS OF THE PROVO RIVER: users of Provo River water, and transmountain diversion waters from the Weber River and Duchesne River; in order to promote and to maintain a well regulated and harmonious river system, do establish and subscribe to these

ARTICLES OF ASSOCIATION

I

The name of this organization shall be the Provo River Distribution System.

II

The principle place of business of this organization shall be Provo, Utah.

III

The governing body shall be a BOARD OF DIRECTORS, consisting of nine members, duly elected annually by the water users each represents, to serve for a term of one year, or until their successors are duly elected and qualified, and shall serve as district representatives in any and all matters concerning the administration and distribution of waters of the Provo River and its tributaries.

IV

Each water user group shall establish an equitable basis to elect its director, at a meeting called for that purpose in December of each year, giving such notice as this association shall determine to be proper.

The groups and the number of directors shall be as follows:

1. KAMAS VALLEY CANALS GROUP--one director--elected by a majority vote on an equal basis , one vote for each stockholder.

Provo River and tributaries above Wasatch County--Summit County Line.
2. UPPER PROVO RIVER EAST HEBER VALLEY GROUP--one director--
elected by a majority vote on a second-foot or an acre-foot basis.

Provo River and tributaries in the east half of Heber Valley.
3. UPPER PROVO RIVER WEST HEBER VALLEY GROUP--one director-- elected
by a majority vote on an equal basis, one vote for each water user.

Provo River and tributaries in the west half of Heber Valley.
4. PROVO CITY CANALS GROUP--one director--elected by a majority vote
on an acre-foot basis.

Diversions through lands on both sides of Lower Provo River, East Union, Factory Race, City Race, Tanner and Dry Creek laterals, together with the Lake Bottoms Canal, Spring Creek and Fort Field Canal.
5. EAST PROVO CANALS GROUP--one director--elected by a majority vote
on an acre-foot basis.

Diversions through Timpanogos Canal, Upper East Union, City Creek, and McBride-Parks Ditch. Boundaries being from the mouth of Provo Canyon south on the east side of Provo River to lands irrigated by Provo City diversions. Also, the area on the west side of Provo River irrigated by McBride-Parks ditch near the mouth of Provo Canyon.

6. PROVO BENCH CANALS GROUP--one director--elected by a majority vote on an acre-foot basis.

Lands irrigated from canals on the west side of Provo River and the West Union Canal diversions.

7. PROVO RESERVOIR WATER USERS COMPANY GROUP--one director--elected by a majority vote on a share basis: Early (1/2 vote), Late (1/2 vote). Full share (1 vote); or appointed by the Board of Directors of the Provo Reservoir Water Users Company.

Exchanges and diversions along the Provo Reservoir Canal from the mouth of Provo Canyon to the vicinity of Municipal Airport No. 2 near West Jordan.

8. PROVO RIVER WATER USERS ASSOCIATION GROUP--one director--elected by a majority of the Board of Directors of the Provo River Water Users Association.
9. UPPER PROVO RIVER INDIVIDUAL RIGHTS GROUP--one director--elected by a majority vote on an equal basis, one vote for each water user.

Individual users on upper Provo River and tributaries above Deer Creek Reservoir, and Utah Power and Light Company.

The locations of the groups above described are delineated on the attached map to which reference is hereby made and which map is made a part hereof.

V

The said Board of Directors shall elect from their membership a Chairman, Vice-Chairman, and a Secretary-Treasurer, and may appoint other officers, agents, and committees necessary to carry out the functions of the governing body.

VI

At least five members of the Board of Directors must be present at any meeting to constitute a QUORUM; and a majority of the directors present when a quorum exists shall transact the business of the association.

VII

It shall be the duty of the Board of Directors of this association to promote general harmony for the entire river system, and to care for the needs of the individual and corporate water users, insofar as they are the representatives of the said users and function as administrators and mediators of their water affairs.

The said Board shall be empowered to make such by-laws and rules and regulations necessary for the government and effective administration of the policies of this organization; to assess as may be necessary to prosecute the work of the association; to transact the business of the association; to recommend a RIVER COMMISSIONER and a BUDGET for submission to the STATE ENGINEER.

VIII

The ANNUAL MEETING of the Board of Directors shall be held at 1:00 p.m., on the second Wednesday in January each year, at which time an appraisal of the past year's water supply and problems will be discussed and plans made for presentation to the State Engineer. A schedule of meetings for the year shall be made at the January meeting, although the Board and members may meet as often as necessary to better direct the affairs of the Provo River Distribution System. Special meetings, may be called at any time upon ten days' notice in writing to all directors, informing them of the time and place of the proposed meeting. These special meetings may be called at any time upon ten days' notice by the Chairman, or by any three directors. In addition to these meetings of the Directors, meetings may be held with the respective groups to discuss their water problems at any time.

Following the Annual Meeting of the Board of Directors, and as early as possible thereafter, the Board of Directors will meet with the State Engineer to agree upon a budget and a River Commissioner, and to make plans for water distribution for the following year.

IX

In case of a vacancy caused by the death of a member of the Board of Directors, or by his resignation or removal from his district, the remaining members of the Board shall notify the State Engineer in writing of the said vacancy and shall act as an administrative body to assist the water users of the district in which the vacancy exists in the election of a new director, who, upon being duly elected and qualified, shall act with full and equal powers as a member of the Board of Directors of the Provo River Distribution System.

X

These articles of Association may be amended at any annual meeting with a quorum of the Board of Directors present; and the Board shall have the power to select and to change from time to time, the headquarters and the principle place of business of this association, THE PROVO RIVER DISTRIBUTION SYSTEM.

* * * * *

**PROVO RIVER DISTRIBUTION SYSTEM
AMENDMENTS TO ARTICLES OF ASSOCIATION**

At a Board of Directors meeting, held January 16, 1962, the following amendments to the Articles of Association were adopted:

III

The governing body shall be a BOARD OF DIRECTORS, consisting of nine members, duly elected annually by the water users each represents, to serve for a term of one year, unless sooner resigning, or until their successors are have been duly elected and qualified, and shall serve as district representatives in any and all matters concerning the administration and distribution of waters of the Provo River and its tributaries.

VIII

The ANNUAL MEETING of the Board of Directors shall be held at ~~1:00 p.m.~~ 10:00 a.m. in the Utah County Courthouse, on the second Wednesday in January each year, at which time an appraisal of the past year's water supply and problems will be discussed and plans made for presentation to the State Engineer. A schedule of meetings for the year shall be made at the January meeting, although the Board and members may meet as often as necessary to better direct the affairs of the Provo River Distribution System. Special meetings may be called at any time upon ten days' notice in writing to all directors, informing them of the time and place of the proposed meeting. These special meetings may be called at any time upon ten days' notice by the Chairman, or by any three directors. In addition to these meetings of the Directors, meetings may be held with the respective groups to discuss their water problems at any time.

Following the Annual Meeting of the Board of Directors, and as early as possible thereafter, the Board of Directors will meet with the State Engineer to agree upon a budget and a River Commissioner and one or more deputy Commissioners, the latter to be nominated by the River Commissioner, it being provided, however, that such deputy or deputies must also be satisfactory to the Board of Directors, and to make plans for water distribution for the following year.
(See H.C.G. letter to Earl Condor 2-9-60)

At a Board of Directors meeting, held January 13, 1994, the following amendments to the Articles of Association were adopted:

III

The governing body shall be a BOARD OF DIRECTORS, consisting of ~~nine~~ ten members, duly elected annually by the water users each represents, to serve for a term of one year, unless sooner resigning, or until their successors have been duly elected and qualified, and shall serve as district representatives in any and all matters concerning the administration and distribution of waters of the Provo River and its tributaries.

IV

Each water user group shall establish an equitable basis to elect its director, at a meeting called for that purpose in December of each year, giving such notice as this association shall determine to be proper.

The groups and the number of directors shall be as follows:

1. KAMAS VALLEY CANALS GROUP--one director--elected by a majority vote on an equal basis, one vote for each stockholder.

Provo River and tributaries above Wasatch County--Summit County Line.

(For Groups 2 to 9 see original Articles)

10. CENTRAL UTAH WATER CONSERVANCY DISTRICT--one director--appointed by the General Manager of the District.

The locations of the groups above described are delineated on the attached map to which reference is hereby made and which map is made a part hereof.

VI

At least ~~five~~ six members of the Board of Directors must be present at any meeting to constitute a QUORUM: and a majority of the directors present when a quorum exists shall transact the business of the association.

In the event of a tied vote the chairman conducting the meeting shall have one additional vote to break the tie.